

**CREATIVE**<sup>®</sup>  
CREATIVE TECHNOLOGY LTD  
(Incorporated in the Republic of Singapore)  
Company Registration Number: 198303359D

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 39th Annual General Meeting of Creative Technology Ltd. (the “**Company**”) will be convened and held by way of electronic means on Thursday, 28 October 2021 at 10.30 a.m. (Singapore time) to transact the following business:-

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2021 and the Auditors’ Report thereon.

**(Resolution 1)**
  
2. To re-elect Mr. Lee Kheng Nam, who will retire from the Board at the Annual General Meeting as Director of the Company pursuant to Regulation 84 of the Company’s Constitution and, being eligible, offers himself for re-election.

**(Resolution 2)**

(Please refer to Explanatory Note 1)
  
3. To approve the payment of Directors’ fees of S\$180,000 (2020: S\$180,000) to Non-Executive Directors for the financial year ended 30 June 2021.

**(Resolution 3)**
  
4. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

**(Resolution 4)**

**AS SPECIAL BUSINESS**

Ordinary Resolutions:

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:-

5. General authority to issue shares in the capital of the Company (the “**Shares**”)

That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the authority be and is hereby given to the Directors of the Company to:

- (a)
  - (i) issue Shares whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, the “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may, in their absolute discretion, deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (A) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50 per cent (50%) of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with paragraph (B) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20 per cent (20%) of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with paragraph (B) below);
- (B) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under paragraph (A) above, the total number of issued Shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings at the time this Resolution is passed, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (iii) any subsequent bonus issue or consolidation or subdivision of Shares;
- (C) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (D) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier or (ii) in the case of Shares to be issued pursuant to the Instruments, made or granted to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments,

and in this Resolution, "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST.

**(Resolution 5)**

(Please refer to Explanatory Note 2)

6. Authority to issue Shares pursuant to the exercise of options granted under the Creative Share Option Scheme (2019)

Pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted under the Creative Share Option Scheme (2019) pursuant to and in accordance with the terms thereof.

Such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

**(Resolution 6)**

7. Approval for the Continued Appointment of Mr. Lee Kheng Nam as an Independent Director for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST by all shareholders

That, subject to and contingent upon the passing of Resolution 2 by shareholders and the passing of Resolution 8 by shareholders (excluding the directors, chief executive officer of the Company, and their associates) and in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual (which will take effect from 1 January 2022):

- (a) the continued appointment of Mr. Lee Kheng Nam as an Independent Director be and is hereby approved; and
- (b) the authority conferred by this resolution shall continue in force until the earlier of: (i) the retirement or resignation of Mr. Lee Kheng Nam as a director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

**(Resolution 7)**

(Please refer to Explanatory Note 3)

8. Approval for the Continued Appointment of Mr. Lee Kheng Nam as an Independent Director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST by shareholders excluding the directors and the chief executive officer of the Company and their associates

That, subject to and contingent upon the passing of Resolutions 2 and 7 by shareholders and in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual (which will take effect from 1 January 2022):

- (a) the continued appointment of Mr. Lee Kheng Nam as an Independent Director be and is hereby approved; and
- (b) the authority conferred by this resolution shall continue in force until the earlier of: (i) the retirement or resignation of Mr. Lee Kheng Nam as a director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

**(Resolution 8)**

(Please refer to Explanatory Note 3)

9. Approval for the Continued Appointment of Mr. Ng Kai Wa as an Independent Director for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST by all shareholders

That, subject to and contingent upon the passing of Resolution 10 by shareholders (excluding the directors, chief executive officer of the Company, and their associates) and in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual (which will take effect from 1 January 2022):

- (a) the continued appointment of Mr. Ng Kai Wa as an Independent Director be and is hereby approved; and
- (b) the authority conferred by this resolution shall continue in force until the earlier of: (i) the retirement or resignation of Mr. Ng Kai Wa as a director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

**(Resolution 9)**

(Please refer to Explanatory Note 4)

10. Approval for the Continued Appointment of Mr. Ng Kai Wa as an Independent Director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST by shareholders excluding the directors and the chief executive officer of the Company and their associates

That, subject to and contingent upon the passing of Resolution 9 by shareholders and in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual (which will take effect from 1 January 2022):

- (a) the continued appointment of Mr. Ng Kai Wa as an Independent Director be and is hereby approved; and
- (b) the authority conferred by this resolution shall continue in force until the earlier of: (i) the retirement or resignation of Mr. Ng Kai Wa as a director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

**(Resolution 10)**

(Please refer to Explanatory Note 4)

11. Approval for the Continued Appointment of Mr. Lee Gwong-Yih as an Independent Director for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST by all shareholders

That, subject to and contingent upon the passing of Resolution 12 by shareholders (excluding the directors, chief executive officer of the Company, and their associates) and in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual (which will take effect from 1 January 2022):

- (a) the continued appointment of Mr. Lee Gwong-Yih as an Independent Director be and is hereby approved; and
- (b) the authority conferred by this resolution shall continue in force until the earlier of: (i) the retirement or resignation of Mr. Lee Gwong-Yih as a director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

**(Resolution 11)**

(Please refer to Explanatory Note 4)

12. Approval for the Continued Appointment of Mr. Lee Gwong-Yih as an Independent Director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST by shareholders excluding the directors and the chief executive officer of the Company and their associates

That, subject to and contingent upon the passing of Resolution 11 by shareholders and in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual (which will take effect from 1 January 2022):

- (a) the continued appointment of Mr. Lee Gwong-Yih as an Independent Director be and is hereby approved; and
- (b) the authority conferred by this resolution shall continue in force until the earlier of: (i) the retirement or resignation of Mr. Lee Gwong-Yih as a director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

**(Resolution 12)**

(Please refer to Explanatory Note 4)

13. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

NG KEH LONG  
Company Secretary  
Singapore  
12 October 2021

## EXPLANATORY NOTES

- (1) Mr. Lee Kheng Nam, upon re-election as an Independent Director of the Company, will serve as Chairman of the Audit Committee, member of the Nominating Committee and the Remuneration Committee. He is considered to be independent by the Board of Directors of the Company. Information relating to Mr. Lee, including the information as set out in Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited, can be found in the “Board of Directors and Executive Officers” of the Company’s Annual Report 2021 and in “Additional Information on Director Seeking Re-election” in this Notice.
- (2) Resolution 5, if passed, will authorise the Directors, from the date of this Annual General Meeting of the Company until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares and to make or grant instruments (such as options, warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to a number not exceeding fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) may be issued other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the total number of issued Shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings at the time that Resolution 5 is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 5 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of Shares.
- (3) Resolutions 7 and 8 are in anticipation of Rule 210(5)(d)(iii) of the Listing Manual which will take effect on 1 January 2022. Rule 210(5)(d)(iii) of the Listing Manual provides that a director will not be independent if he has been a director for an aggregate period of more than nine years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the chief executive officer, and their respective associates.

Mr. Lee Kheng Nam has served for more than nine years on the Board of the Company. The Company is seeking two-tier shareholders’ approval for the continued appointment of Mr. Lee Kheng Nam as Independent Director prior to 1 January 2022. Directors and Chief Executive Officer of the Company, and their associates (as defined under the Listing Manual) are required to abstain from voting on proposed Resolution 8.

Resolutions 7 and 8, if passed, will remain in force until the earlier of: (i) Mr. Lee Kheng Nam’s retirement or resignation as Independent Director of the Company; or (ii) the conclusion of the third AGM of the Company following the passing of such resolutions.

- (4) Resolutions 9 to 12 are in anticipation of Rule 210(5)(d)(iii) of the Listing Manual which will take effect on 1 January 2022. Rule 210(5)(d)(iii) of the Listing Manual provides that a director will not be independent if he has been a director for an aggregate period of more than nine years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the chief executive officer, and their respective associates.

Mr. Ng Kai Wa and Mr. Lee Gwong-Yih have each served for more than nine years on the Board of the Company. The Company is seeking two-tier shareholders’ approval for the continued appointment of each of Mr. Ng Kai Wa and Mr. Lee Gwong-Yih as Independent Director prior to 1 January 2022. Directors and Chief Executive Officer of the Company, and their associates (as defined under the Listing Manual) are required to abstain from voting on proposed Resolutions 10 and 12.

Resolutions 9 and 10, if passed, will remain in force until the earlier of: (i) Mr. Ng Kai Wa’s retirement or resignation as Independent Director of the Company; or (ii) the conclusion of the third AGM of the Company following the passing of such resolutions.

Resolutions 11 and 12, if passed, will remain in force until the earlier of: (i) Mr. Lee Gwong-Yih’s retirement or resignation as Independent Director of the Company; or (ii) the conclusion of the third AGM of the Company following the passing of such resolutions.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

### Notes:–

- 1 The Annual General Meeting is being convened, and will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice will be sent to members by electronic means via publication on the Company's website at the URL <https://sg.creative.com/corporate/investor/reports>, and also available on the SGXNet at the URL <http://www.sgx.com/securities/company-announcements>.
- 2 Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing substantial and relevant questions prior to the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the Company's announcement dated 12 October 2021. This announcement may be accessed at the Company's website at the URL <https://sg.creative.com/corporate/investor/reports>, and also available on the SGXNet at the URL <http://www.sgx.com/securities/company-announcements>.
- 3 Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting in person. A member of the Company (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting. The accompanying proxy form for the Annual General Meeting may be accessed at the Company's website at the URL <https://sg.creative.com/corporate/investor/reports>, and will also be made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of Meeting as proxy for that resolution will be treated as invalid.

CPFIS or SRS investors who hold Shares through CPF Agent Banks or SRS Operators and who wish to request their CPF Agent Banks or SRS Operators to appoint the Chairman of the Meeting as proxy in respect of the Shares held by such CPF Agent Banks or SRS Operators on their behalf should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 18 October 2021.

- 4 The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
6. Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623: or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com),

in either case, not less than seventy-two (72) hours before the time appointed for holding the Annual General Meeting of the Company.

## ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-ELECTION

Name of Director	Lee Kheng Nam
Date of appointment	23 February 1991
Date of last re-appointment	30 October 2018
Age	73
Country of principal residence	Singapore
The Board's comments on this re-election	After reviewing Mr Lee's qualifications and experience, the Board has confirmed Mr Lee's independence and approved that Mr Lee stands for re-election as an independent non-executive Director.
Whether appointment is executive	Non-executive
Job title	Non-executive and independent Director Chairman of the Audit Committee Member of the Nominating Committee and the Remuneration Committee
Professional qualifications	Master of Science Degree in Operations Research and System Analysis from the U.S. Naval Postgraduate School  Bachelor of Science degree in Mechanical Engineering (First Class Honours) from Queen's University, Canada  Diploma in Business Administration, University of Singapore
Working experience and occupation(s) during the past 10 years	GGV Capital (Jan 2005 to present) Venture Partner  Advantec Pte Ltd (Feb 2004 to present) Chairman  Vertex Venture Holdings Ltd (May 2012 to present) Deputy Chairman  Vertex Venture Holdings Ltd (Aug 2008 to May 2012) Chairman
Shareholding interest in the listed issuer and its subsidiaries	Direct Interest - 45,000 shares in Creative Technology Ltd. Deemed Interest – 10,000 shares in Creative Technology Ltd.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No
Conflict of interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes
Other Principal Commitments* Including Directorships * "Principal Commitments" has the same meaning as defined in the Code of Corporate Governance 2018.	
Past (for the last 5 years)	Heptagon Advanced Micro Optics, Chairman
Present	Thunes, Director Blaize Inc, Director Structo Pte Ltd, Director Zero2.5 Biotech Pte Ltd, Director

Information required Disclose the following matters concerning an appointment of director	
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—  (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or  (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or  (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or  (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,  in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No